



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: July 26, 2013.

A handwritten signature in cursive script that reads "Craig A. Gargotta".

**CRAIG A. GARGOTTA
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	Chapter 11
	§	
TOOTIE PIE COMPANY, INC. D/B/A	§	Case No. 13-51808
TOOTIE GOURMET PIE CAFÉ	§	
	§	
Debtor	§	
	§	

**STIPULATION AND INTERIM AGREED ORDER RELATING TO
DEBTOR'S REQUEST TO OBTAIN DIP FINANCING
[Related Docket No. 18]**

This matter having come before the Court on the *Debtor's Second Motion for Entry of an Order Pursuant to 11 U.S.C. Sections 364 and 503 and Federal Rules of Bankruptcy Procedure 4001 Authorizing the Debtor-In-Possession to Incur Post-Petition Financing and Granting Lender an Unsecured Administrative Expense Claim and Request for Final Hearing* [Docket No. 18] (the "**Second DIP Motion**"), filed by Tootie Pie Company, Inc. (the "**Debtor**"). The parties hereby stipulate and agree and the Court orders as follows:

1. On July 3, 2013 (the “**Petition Date**”), the Debtor filed its voluntary petition pursuant to 11 U.S.C. §§ 101, *et seq.*

2. The Debtor is authorized to borrow, from Dan Gostylo and Cliff Rogers, up to \$150,000.00 on an unsecured, nonpriority, non-administrative basis to pay ordinary and necessary operating expenses pursuant to the Budget attached hereto as **Exhibit A**. The Debtor shall be allowed to expend funds until August 1, 2013, which date can be extended by agreement of the parties or by further order of this Court.

3. The Debtor shall escrow \$55,000.00 in cash for the benefit of TCA Global. The Debtor may use proceeds of the pre-petition inventory pursuant to the Budget and the terms and conditions of the *Stipulation and Interim Agreed Order Relating to Debtor’s Request to Use Cash Collateral*.

4. This order does not supercede or impact the previous orders by the Court relating to the use of cash collateral and financing, including the *Interim Order Granting Debtor’s Motion Pursuant 11 U.S.C. Sections 364 and 503 and Federal Rules of Bankruptcy Procedure 4001 Authorizing the Debtor-In-Possession to Incur Post-Petition Financing and Granting Lender an Unsecured Administrative Expense Claim and Request for Hearing* [Docket No. 10].

5. Notwithstanding anything herein to the contrary, the entry of this Order is without prejudice to, and does not constitute a waiver of, expressly or implicitly, and does not affect or impair: (a) TCA Global’s rights under the Loan Documents, the Bankruptcy Code, or under applicable law; (b) TCA Global’s rights to seek any other or supplemental relief in respect of the Debtor; including, without limitation, the right to (i) request modification of the automatic stay imposed by Bankruptcy Code § 362, (ii) request dismissal of any of this chapter 11 case, conversion of this chapter 11 case to a case under chapter 7, or appointment of a chapter 11

trustee or examiner, (iii) propose, subject to the provisions of Bankruptcy Code § 1121, a chapter 11 plan, (iv) object to the application or motion by any estate professional for the payment of fees and expenses, including, without limitation, in connection with any “carve out” approved in this case; and (v) any other rights, claims, or privileges (whether legal, equitable or otherwise) of TCA Global; (c) TCA Global’s rights against any co-obligor on the Loan Documents; (d) TCA Global’s rights to challenge or object to any claim or administrative expenses asserted against the Debtor or the Estate, including the right to seek recharacterization or subordination of any such claim or administrative expense, and (e) TCA Global’s rights to assert that all the property alleged by the Debtor to be “estate property” under Bankruptcy Code § 541 is not “estate property” but instead TCA Global’s sole and exclusive property in which the Debtor has no interest. All such rights are hereby expressly preserved.

6. A hearing is scheduled for August 1, 2013, at 1:30 to consider the motions on an additional interim basis.

END OF ORDER

Stipulated and agreed to by:

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**OFFICE OF THE UNITED STATES
TRUSTEE**

EXHIBIT A

TOOTIE PIE CO
 14 Day Budget Detail
 For the period 07/23/2013 to 08/05/2013
 Four Cafes

Cost of Sales

Cost of Goods Sold - Boerne	\$	2,975
Direct Manf. Labor - Boerne	\$	4,875

Cost of Goods Sold - Huebner	\$	2,016
Cost of Goods Sold - Austin Arboretum	\$	1,896
Cost of Goods Sold - Heights	\$	1,748

Cost of Goods Sold - Austin Westlake	\$	-
Cost of Goods Sold - Frisco	\$	-
Cost of Goods Sold - Allen	\$	-

Raw Material Storage Expense	\$	-
Cleaning Supplies - Boerne	\$	-
Laundry and Cleaning Exp	\$	131

Consulting Ser - Manufacturing	\$	-
Indirect Labor Costs-Admin	\$	-
Indirect Labor Costs-Cleaning	\$	-
Maint - Man. Equip - Boerne	\$	-
Packaging Expense - Retail	\$	-
Rent - Manufacturing	\$	3,011
Trash Removal - Boerne	\$	167
Utilities Exp - Man.- Boerne	\$	898
Utilities Exp-Manf-Water/Sewer	\$	103
Propane Exp - Boerne	\$	-
Pest Control Services	\$	86
Dep - Manufacturing Equip.	\$	-
Depreciation Exp - Bldg	\$	-

<u>Product to be sold or manufactured</u>	<u>\$</u>	<u>17,906</u>
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Expenses		
Finished Inv Storage Exp - SA	\$	379
Cleaning Supplies - Retail	\$	259
Finished Inv Storage - FW	\$	250
Rent or Lease Expense-Huebner	\$	3,348
Rent or Lease Expense-Austin Arboretum	\$	5,889
Rent or Lease Expense- Heights	\$	-
Rent or Lease Expense-Austin Westlake	\$	-
Rent or Lease Expense-Frisco	\$	-
Rent or Lease Expense - Allen	\$	-
Utilities Expense - Huebner	\$	1,125
Utilities Expense - Austin Arboretum	\$	978
Utilities Expense - Heights	\$	1,015
Utilities Expense - Austin Westlake	\$	-
Utilities Expense - Frisco	\$	-
Utilities Expense - Allen	\$	-
Dist. Exp - Shipping/Mkting	\$	-
Dist. Exp - Freight/Pk U Allow	\$	-
Dist. Exp - Freight/TransLocal	\$	-
<u>Dist. Exp - BEK Deposit</u>	<u>\$</u>	<u>-</u>
Dist. Exp - Merchant/CC Fees	\$	1,234
Dist. Exp - Cell-Phone Exp	\$	-
Dist. Exp - Travel/Parking/Tip	\$	-
General Facilities Expenses	\$	14,477

General & Admin. Expenses		
Auto Expense	\$	495
Bank Charges	\$	75
Compliance Expense - Boerne	\$	647
Computer/Network Support	\$	147
Computer/Netwrk Support Retail	\$	50
Copying Expense	\$	95
Equipment Expense - Boerne	\$	275
Equipment Expense - Huebner	\$	-
Equipment Expense - Austin Arboretum	\$	-
Equipment Expense - Heights	\$	-
Equipment Expense - Austin Westlake	\$	-
Equipment Expense - Frisco	\$	-
Equipment Expense - Allen	\$	-
Freight Expense	\$	-
Insurance Expense	\$	6
Insurance Exp - Bus.Owners	\$	575
Insurance Exp - Work.Comp.	\$	288
Interest Expense - Boerne	\$	-
<u>Interest Exp - TCA</u>	\$	-
<u>Internet Expense -DIP LOANS</u>	\$	-
<u>Trustee Fees</u>	\$	-
Internet Expense- Retail	\$	-
Licenses, Fees & Permits Exp	\$	-
Maintenance - Building/Grounds	\$	80
Maintenance - Building -Retail	\$	300
Office Supplies Exp - Boerne	\$	450
Office Supplies Exp - Retail	\$	100
Office Equipment Lease -Boerne	\$	69
Payroll - Four Stores two weeks	\$	14,875
Payroll Boerne Expense	\$	8,042
Pest Control Services- Retail	\$	300
Postage Expense	\$	16
Rent or Lease Expense	\$	753
Telephone Service - Boerne	\$	516
Telephone Service - Retail	\$	285
Telephone Exp - Cell Phone	\$	100
Travel Expense - Boerne	\$	264
Utilities Expense - Boerne	\$	341
Total G&A Exp	\$	29,144
Total Cash Flow Needs	\$	61,527
Tax - Margin	\$	125
Total Other Income	\$	61,652

Total Cash required for two weeks **\$ 66,254**